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Zero Fintech Group Limited
零在科技金融集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00093)

MAJOR TRANSACTION
LOAN TRANSACTIONS AND
ADVANCE TO AN ENTITY

THE LOAN AGREEMENTS

The Board is pleased to announce that on 13 February 2026, X8 Finance, an indirect wholly-owned subsidiary of the Company, as lender, entered into:

- (i) the February 2026 Loan Agreement with Horn King as borrower, for making available the February 2026 Loan in the principal amount of HK\$103,000,000, which is secured by (i) the first mortgage over the Property I given by Horn King as mortgagor; (ii) the first mortgage over the Property III given by Dr. Ho as mortgagor; and (iii) the personal guarantee given by each of Dr. Ho and Mr. Ho, pursuant to which, X8 Finance agreed to, among other things, make available to Horn King the February 2026 Loan on the terms and subject to the conditions therein; and
- (ii) the Supplemental Loan Agreement with United Treasure and Mr. Ho as co-borrowers, for extending the July 2025 Loan II in the principal amount of HK\$35,000,000, which is secured by an existing second mortgage over the Property II given by United Treasure as mortgagor, pursuant to which, X8 Finance agreed to extend the repayment date of the July 2025 Loan II for 12 months from 13 February 2026.

LISTING RULES IMPLICATIONS

Prior to entering into the Loan Agreements, on 7 July 2025, X8 Finance as lender entered into (i) the July 2025 Loan Agreement I with Horn King, Dr. Ho and Mr. Ho as co-borrowers, pursuant to which X8 Finance granted the July 2025 Loan I in the principal amount of HK\$57,000,000 to the co-borrowers; (ii) the July 2025 Loan Agreement II with United Treasure and Mr. Ho as co-borrowers, pursuant to which X8 Finance granted the July 2025 Loan II in the principal amount of HK\$35,000,000 to the co-borrowers. As the Previous Loan Transactions contemplated under the Previous Loan Agreements were conducted within the 12-month period from the Loan Transactions and the co-borrowers under the Previous Loan Transactions are the same parties to the February 2026 Loan Agreement and the Supplemental Loan Agreement, the Previous Loan Transactions and the Loan Transactions are to be aggregated together pursuant to Rule 14.22 of the Listing Rules.

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the aggregated amounts of the Previous Loan Transactions and the Loan Transactions exceed 25% under Rule 14.07 of the Listing Rules, the Loan Transactions, upon aggregating with the Previous Loan Transactions, constitute a major transaction of the Company and are therefore subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

As the assets ratio as defined under Rule 14.07(1) of the Listing Rules in respect of the Loan Transactions (after aggregating with the Previous Loan Transactions) exceeds 8%, the Loan Transactions are also subject to the general disclosure obligations under Rules 13.13 and 13.15 of the Listing Rules. The information required to be disclosed pursuant to Rules 13.13 and 13.15 of the Listing Rules in respect of the Loans is disclosed in this announcement.

WRITTEN SHAREHOLDERS' APPROVAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Loan Transactions. Written Shareholders' approval of the Loan Transactions was obtained from each of Lee & Leung (B.V.I.) and Earth Axis, who are a closely allied group of Shareholders and held an aggregate of more than 50% of the total issued shares and voting rights of the Company as at the date of this announcement, in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules. As such, no special general meeting will be convened by the Company to approve the Loan Transactions as written Shareholders' approval in lieu of holding a general meeting has been obtained under Rule 14.44 of the Listing Rules.

Pursuant to Rule 14.41(a) of the Listing Rules, a circular containing, among other things, (i) details of the Loan Transactions; (ii) financial information of the Group; and (iii) other information required under the Listing Rules shall be despatched within 15 business days after publication of this announcement. As additional time is required to prepare the financial information to be included in the circular, the Company will apply for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules from the Stock Exchange so that the despatch date of the circular can be postponed to a date more than 15 business days after the publication of this announcement, which is expected to be on or before 31 March 2026 for Shareholders' information only.

BACKGROUND

The Board is pleased to announce that on 13 February 2026, X8 Finance, an indirect wholly-owned subsidiary of the Company, as lender, entered into:

- (i) the February 2026 Loan Agreement with Horn King as borrower, for making available the February 2026 Loan in the principal amount of HK\$103,000,000, which is secured by (i) the first mortgage over the Property I given by Horn King as mortgagor; (ii) the first mortgage over the Property III given by Dr. Ho as mortgagor; and (iii) the personal guarantee given by each of Dr. Ho and Mr. Ho, pursuant to which, X8 Finance agreed to, among other things, make available to Horn King the February 2026 Loan on the terms and subject to the conditions therein; and
- (ii) the Supplemental Loan Agreement with United Treasure and Mr. Ho as co-borrowers, for extending the July 2025 Loan II in the principal amount of HK\$35,000,000, which is secured by an existing second mortgage over the Property II given by United Treasure as mortgagor, pursuant to which, X8 Finance agreed to extend the repayment date of the July 2025 Loan II for 12 months from 13 February 2026.

Prior to entering into the Loan Agreements, on 7 July 2025, X8 Finance as lender entered into (i) the July 2025 Loan Agreement I with Horn King, Dr. Ho and Mr. Ho as co-borrowers, pursuant to which X8 Finance granted the July 2025 Loan I in the principal amount of HK\$57,000,000 to the co-borrowers; (ii) the July 2025 Loan Agreement II with United Treasure and Mr. Ho as co-borrowers, pursuant to which X8 Finance granted the July 2025 Loan II in the principal amount of HK\$35,000,000 to the co-borrowers. As at the date of this announcement, under the Previous Loan Agreements, a principal amount of HK\$92,000,000 remains outstanding to X8 Finance.

The Previous Loan Transactions constituted a major transaction of the Company and were subject to reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules. Further details of the Previous Loan Transactions were disclosed in the announcement of the Company dated 7 July 2025 and the circular of the Company dated 15 August 2025.

Save as the Previous Loan Agreements, the Group has no other outstanding loan made available to any of the Borrowers and Dr. Ho before entering into the Loan Agreements.

PRINCIPAL TERMS OF THE LOAN AGREEMENTS

The principal terms of the February 2026 Loan Agreement are as follows:

Date:	13 February 2026
Lender:	X8 Finance, an indirect wholly-owned subsidiary of the Company
Borrower:	Horn King
Personal Guarantor:	Each of Dr. Ho and Mr. Ho
Security Providers:	Horn King and Dr. Ho, as mortgagor of the Property I and the Property III, respectively
Principal Loan Amount:	HK\$103,000,000
Intended Drawdown Date:	13 February 2026
Term and Repayment Date:	The term of the February 2026 Loan shall be 12 months. The outstanding principal amount of the February 2026 Loan shall be fully repaid at the end of the 12 months' period
Interest Rate:	27.04% per annum for the first (1st) to sixth (6th) month and 21.68% per annum for the seventh (7th) and twelfth (12th) month of the term
Default Interest Rate:	Additional 3% per annum
Security for the February 2026 Loan:	(i) The first mortgage in respect of the Property I; (ii) The first mortgage in respect of the Property III; and (iii) Personal guarantee given by each of Dr. Ho and Mr. Ho

The principal terms of the Supplemental Loan Agreement are as follows:

Date:	13 February 2026
Lender:	X8 Finance, an indirect wholly-owned subsidiary of the Company
Borrowers:	United Treasure and Mr. Ho
Term and Repayment Date:	The term of the July 2025 Loan II shall be extended for 12 months from 13 February 2026. The outstanding principal amount of the July 2025 Loan II shall be fully repaid at the end of the 12 months' period from 13 February 2026

Save as the extension of the term, interest payment dates and repayment date as agreed under the Supplemental Loan Agreement, other terms and conditions under the July 2025 Loan II remain unchanged. The other principal terms of the July 2025 Loan II are set out below for reference:

Interest Rate:	19% per annum
Default Interest Rate:	Additional 3% per annum
Security Provider:	United Treasure, as mortgagor of the Property II
Security for the July 2025 Loan II:	The second mortgage in respect of the Property II

As at the date of this announcement, under the Previous Loan Agreements, a principal amount of HK\$92,000,000 remained outstanding to X8 Finance. The February 2026 Loan is intended to refinance the outstanding indebtedness under the July 2025 Loan I in full together with a top-up facility of HK\$46,000,000, out of which approximately HK\$25,000,000 would be used to redeem the existing mortgage over the Property III. X8 Finance also obtained additional security of the first mortgage over the Property III. The Supplemental Loan Agreement is intended to extend term of the July 2025 Loan II so as to bring it in line with the term and repayment date of the February 2026 Loan.

REASONS FOR AND BENEFITS OF ENTERING INTO THE LOAN AGREEMENTS

The terms of the Loan Agreements, including the interest rate applicable, were arrived at after arm's length negotiations between X8 Finance and the Borrowers and Dr. Ho having taken into account the prevailing market interest rates for loans of comparable size and structure in Hong Kong, as well as market practices. The Loan Agreements were entered into by X8 Finance having regard to (i) the costs of borrowing in providing the Loans to the Borrowers and Dr. Ho; (ii) the interest income to be generated by providing the Loans; (iii) the security provided by the Mortgagors; and (iv) creditworthiness of the Borrowers and Dr. Ho. In addition, the transactions contemplated under the Loan Agreements are part of the ordinary and usual course of business of X8 Finance. In view of the above, the Directors are of the view that the terms of the Loan Agreements are on normal commercial terms, are fair and reasonable, and are in the interests of the Company and its Shareholders as a whole.

GENERAL

Information of the Group and X8 Finance

The Group is principally engaged in property investment and development, and the money lending business.

X8 Finance is a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company. X8 Finance is a registered money lender holding a valid money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and is principally engaged in the provision of loans as money lending. The Loans will be funded from internal resources of the Group.

Information of the Borrowers and the Guarantors

The information of the Borrowers and the Guarantors is as follows:

Horn King is a company incorporated in Hong Kong with limited liability and is principally engaged in property investments. As at the date of this announcement, the entire issued share capital of Horn King is ultimately owned by Dr. Ho. Dr. Ho and Mr. Ho is each an individual, and Mr. Ho is the nephew of Dr. Ho. United Treasure is a company incorporated in Hong Kong with limited liability and is principally engaged in property investments. As at the date of this announcement, the entire issued share capital of United Treasure is ultimately owned as to 87.5% by Mr. Ho and as to 12.5% by Mrs. Wong.

The Company confirms that to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Horn King, Dr. Ho, Mr. Ho, United Treasure and Mrs. Wong is a third party independent of the Company and its connected persons.

LISTING RULES IMPLICATIONS

Prior to entering into the Loan Agreements, on 7 July 2025, X8 Finance as lender entered into (i) the July 2025 Loan Agreement I with Horn King, Dr. Ho and Mr. Ho as co-borrowers, pursuant to which X8 Finance granted the July 2025 Loan I in the principal amount of HK\$57,000,000 to the co-borrowers; (ii) the July 2025 Loan Agreement II with United Treasure and Mr. Ho as co-borrowers, pursuant to which X8 Finance granted the July 2025 Loan II in the principal amount of HK\$35,000,000 to the co-borrowers. As the Previous Loan Transactions contemplated under the Previous Loan Agreements were conducted within the 12-month period from the Loan Transactions and the co-borrowers under the Previous Loan Transactions are the same parties to the February 2026 Loan Agreement and the Supplemental Loan Agreement, the Previous Loan Transactions and the Loan Transactions are to be aggregated together pursuant to Rule 14.22 of the Listing Rules.

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WRITTEN SHAREHOLDERS' APPROVAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Loan Transactions. Written Shareholders' approval of the Loan Transactions was obtained from each of Lee & Leung (B.V.I.) and Earth Axis, who are a

closely allied group of Shareholders and held an aggregate of more than 50% of the total issued shares and voting rights of the Company as at the date of this announcement, in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules. As such, no special general meeting will be convened by the Company to approve the Loan Transactions as written Shareholders' approval in lieu of holding a general meeting has been obtained under Rule 14.44 of the Listing Rules.

Pursuant to Rule 14.41(a) of the Listing Rules, a circular containing, among other things, (i) details of the Loan Transactions; (ii) financial information of the Group; and (iii) other information required under the Listing Rules shall be despatched within 15 business days after publication of this announcement. As additional time is required to prepare the financial information to be included in the circular, the Company will apply for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules from the Stock Exchange so that the despatch date of the circular can be postponed to a date more than 15 business days after the publication of this announcement, which is expected to be on or before 31 March 2026 for Shareholders' information only.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Borrowers”	Horn King, United Treasure and Mr. Ho
“Company”	Zero Fintech Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Dr. Ho”	Dr. Ho Shung Pun
“Earth Axis”	Earth Axis Investment Limited, a company incorporated in the British Virgin Islands with limited liability which is ultimately owned as to 99.99% by Mr. Tommy Lee and 0.01% by Mr. Lee Lap as at the date of this announcement
“February 2026 Loan”	the term loan in the principal amount of HK\$103,000,000 granted by X8 Finance to Horn King as borrower pursuant to the terms of the February 2026 Loan Agreement
“February 2026 Loan Agreement”	the facility agreement dated 13 February 2026 entered into between X8 Finance as lender and Horn King as borrower, details of which are disclosed in the section headed “Principal Terms of the Loan Agreements” of this announcement

“Group”	the Company together with its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Horn King”	Horn King Limited, a company incorporated in Hong Kong with limited liability, the entire issued share capital of which is owned by Dr. Ho as at the date of this announcement
“July 2025 Loan Agreement I”	the loan agreement dated 7 July 2025 entered into between X8 Finance as lender and Horn King, Dr. Ho and Mr. Ho as co-borrowers for a term loan in the principal amount of HK\$57,000,000
“July 2025 Loan Agreement II”	the loan agreement dated 7 July 2025 entered into between X8 Finance as lender and United Treasure and Mr. Ho as co-borrowers for a term loan in the principal amount of HK\$35,000,000
“July 2025 Loan I”	the term loan in the principal amount of HK\$57,000,000 granted by X8 Finance to Horn King, Dr. Ho and Mr. Ho as co-borrowers pursuant to the terms of the July 2025 Loan Agreement I
“July 2025 Loan II”	the term loan in the principal amount of HK\$35,000,000 granted by X8 Finance to United Treasure and Mr. Ho pursuant to the terms of the July 2025 Loan Agreement II
“Lee & Leung (B.V.I.)”	Lee & Leung (B.V.I.) Limited, a company incorporated in the British Virgin Islands with limited liability
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreements”	February 2026 Loan Agreement and Supplemental Loan Agreement
“Loan Transactions”	the transactions contemplated under the Loan Agreements
“Loans”	February 2026 Loan and July 2025 Loan II (as amended and varied by the Supplemental Loan Agreement)
“Mr. Ho”	Mr. Ho Sai Wing
“Mr. Lee Lap”	Mr. Lee Lap, an executive Director and the Chairman of the Company
“Mr. Tommy Lee”	Mr. Tommy Lee, an executive Director and the Vice Chairman and Chief Executive Officer of the Company

“Mrs. Wong”	Mrs. Wong Ho Wai Tuen, who is an independent third party of the Company and its connected person, and the sister of Dr. Ho and the aunt of Mr. Ho
“Previous Loan Agreements”	the July 2025 Loan Agreement I and the July 2025 Loan Agreement II
“Previous Loan Transactions”	the transactions contemplated under the Previous Loan Agreements, details of which were disclosed in the announcement of the Company dated 7 July 2025 and the circular of the Company dated 15 August 2025
“Property I”	First Floor, Second Floor, and Portion of Garage Space “B” on the Ground Floor of No. 23, Plantation Road, the Peak, Hong Kong
“Property II”	the land and the building erected on 98 Blue Pool Road, Hong Kong
“Property III”	No. 96, the Portofino, Pak To Avenue, Clear Water Bay, Sai Kung, Hong Kong
“Share(s)”	share(s) of HK\$0.08 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Loan Agreement”	the supplemental loan agreement dated 13 February 2026 to the July 2025 Loan Agreement II entered into between X8 Finance as lender and United Treasure and Mr. Ho as co-borrowers, details of which are disclosed in the section headed “Principal Terms of the Loan Agreements” of this announcement
“United Treasure”	United Treasure (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, the entire issued share capital of which is owned as to 87.5% by Mr. Ho and as to 12.5% by Mrs. Wong as at the date of this announcement
“X8 Finance”	X8 Finance Limited, an indirect wholly-owned subsidiary of the Company and also the lender under the Loan Agreements

By order of the Board
Zero Fintech Group Limited
Lee Lap
Chairman

Hong Kong, 13 February 2026

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Lee Lap (*Chairman*)

Mr. Tommy Lee (*Vice Chairman & Chief Executive Officer*)

Mr. Chau Hau Shing

Independent Non-Executive Directors:

Mr. Shu Wa Tung, Laurence

Mr. Wu Wai Pan

Ms. Chak Wai Ting